

**ENTERED**

November 28, 2023

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

MINING PROJECT WIND DOWN HOLDINGS,  
INC. (f/k/a Compute North Holdings, Inc.), *et al.*,Reorganized Debtors.<sup>1</sup>

Chapter 11

Case No. 22-90273 (MI)

(Jointly Administered)

**STIPULATION AND AGREED ORDER BY AND BETWEEN  
THE PLAN ADMINISTRATOR AND SPHERE 3D CORP.**

Tribolet Advisors LLC, in its capacity as Plan Administrator (“Plan Administrator”) in the above-captioned bankruptcy cases (the “Bankruptcy Cases”), and Sphere 3D Corp. (“Sphere 3D” or “Claimant” and, together with the Plan Administrator, the “Parties”), hereby enter into this stipulation and agreed order (the “Stipulation”) as follows:

**WHEREAS**, on September 22, 2022 (the “Petition Date”), each of the above-captioned debtors (the “Debtors” and, as of the effective date of the Plan, the “Reorganized Debtors”) in the Bankruptcy Cases filed voluntary petitions for relief under chapter 11 of title 11 of the United

<sup>1</sup> On September 28, 2023, the Court entered the *Final Decree Closing Certain Cases and Amending Caption of Remaining Cases* [Docket No. 1287], closing the chapter 11 cases of the following sixteen entities: Mining Project Wind Down Atoka LLC (f/k/a CN Atoka LLC) (4384); Mining Project Wind Down BS LLC (f/k/a CN Big Spring LLC) (4397); Mining Project Wind Down Colorado Bend LLC (f/k/a CN Colorado Bend LLC) (4610); Mining Project Wind Down Developments LLC (f/k/a CN Developments LLC) (2570); Mining Project Wind Down Equipment LLC (f/k/a CN Equipment LLC) (6885); Mining Project Wind Down King Mountain LLC (f/k/a CN King Mountain LLC) (7190); Mining Project Wind Down MDN LLC (f/k/a CN Minden LLC) (3722); Mining Project Wind Down Mining LLC (f/k/a CN Mining LLC) (5223); Mining Project Wind Down Pledgor LLC (f/k/a CN Pledgor LLC) (9871); Mining Project Wind Down Member LLC (f/k/a Compute North Member LLC) (8639); Mining Project Wind Down NC08 LLC (f/k/a Compute North NC08 LLC) (8069); Mining Project Wind Down NY09 LLC (f/k/a Compute North NY09 LLC) (5453); Mining Project Wind Down STHDAK LLC (f/k/a Compute North SD, LLC) (1501); Mining Project Wind Down Texas LLC (f/k/a Compute North Texas LLC) (1883); Mining Project Wind Down TX06 LLC (f/k/a Compute North TX06 LLC) (5921); and Mining Project Wind Down TX10 LLC (f/k/a Compute North TX10 LLC) (4238). The chapter 11 cases of the remaining three Reorganized Debtors: Mining Project Wind Down Holdings, Inc. (f/k/a Compute North Holdings, Inc.) (4534); Mining Project Wind Down LLC (f/k/a Compute North LLC) (7185); and Mining Project Wind Down Corpus Christi LLC (f/k/a CN Corpus Christi LLC) (5551), shall remain open and jointly administered under the above caption. The Reorganized Debtors’ service address for the purposes of these chapter 11 cases is 2305A Elmen Street, Houston, TX 77019.

States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”).

**WHEREAS**, on February 16, 2023, the Bankruptcy Court entered an order (the “Confirmation Order”) confirming the *Third Amended Joint Liquidating Chapter 11 Plan of Mining Project Wind Down Holdings, Inc. (f/k/a Compute North Holdings, Inc.) and Its Debtor Affiliates* (the “Plan”).<sup>2</sup>

**WHEREAS**, the Plan Administrator is governed by the Amended Plan Administrator Agreement (the “Plan Administrator Agreement”).<sup>3</sup> Pursuant to the Confirmation Order and Plan Administrator Agreement, the Plan Administrator is tasked with, among other things: (1) serving as the sole manager, director, and officer of the Reorganized Debtors as of the Plan’s effective date; (2) implementing the Plan and any applicable orders of the Court; and (3) reconciling and resolving claims asserted against the Reorganized Debtors’ estates.<sup>4</sup>

**WHEREAS**, on November 18, 2022, Sphere 3D timely filed proof of claim number 10065, asserting a general unsecured claim for reimbursement of a deposit in the amount of \$1,222,724.45 (the “Deposit Claim”).

**WHEREAS**, on February 24, 2023, Sphere 3D timely filed proof of claim number 10163, asserting a general unsecured claim for rejection damages in the amount of \$324,136.15 (the “Rejection Claim” and, together with the Deposit Claim, the “Claims”).

**WHEREAS**, the Plan Administrator disputes the amounts of the Claims.

**WHEREAS**, following negotiations the Parties have reached an agreement resolving and settling the Claims, which agreement is memorialized herein.

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<sup>2</sup> Docket No. 1019.

<sup>3</sup> Docket No. 1079, Exhibit E.

<sup>4</sup> Plan §§ 4.2.5, 7.3; Confirmation Order ¶¶ 53, 88; Plan Administrator Agreement § 1.3.

**NOW, THEREFORE**, in consideration of the foregoing recitals, which are incorporated into this Stipulation, it is stipulated and agreed, and upon approval by the Bankruptcy Court, it is SO ORDERED as follows:

1. The Parties stipulate and agree that the Deposit Claim shall be and is hereby modified to reflect an allowed general unsecured claim in the Mining Project Wind Down, LLC f/k/a Compute North LLC bankruptcy case in the sum of \$800,000.00 (the “Allowed Claim”).
2. The Parties stipulate and agree that the Rejection Claim shall be disallowed and expunged.
3. The Parties agree that the Allowed Claim shall be allowed in the Mining Project Wind Down LLC f/k/a Compute North LLC bankruptcy case in accordance with this Stipulation, without the need for a formal amendment to the Deposit Claim.
4. The Parties further stipulate and agree that the Plan Administrator may direct the Claims and Solicitation Agent, Epiq Corporate Restructuring, LLC, to update the official claims register to reflect this Stipulation.
5. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Stipulation shall be effective and enforceable upon approval and entry by the Bankruptcy Court.
6. The Bankruptcy Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation, and the Parties hereby consent to such jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation.

Signed: November 28, 2023

  
Marvin Isgur  
United States Bankruptcy Judge

Signed:

\_\_\_\_\_  
Marvin Isgur  
United States Bankruptcy Judge

**AGREED AS TO FORM AND SUBSTANCE:**

Dated: November 3, 2023

/s/ Charles R. Gibbs

Charles R. Gibbs  
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- and -

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*Counsel to the Mining Project Wind Down  
Holdings, Inc. Litigation Trust and the  
Plan Administrator*

**Certificate of Service**

I certify that on November 3, 2023, I caused a copy of the foregoing document to be served by (i) the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas (the “ECF System”) on all parties registered to receive service via the ECF System in these cases.

/s/ Charles R. Gibbs  
Charles R. Gibbs